

REQUEST FOR PROPOSALS

PHASE 1:

**REQUEST FOR CONCEPTUAL PROPOSALS AND
QUALIFICATIONS**

**TO DEVELOP, DESIGN, CONSTRUCT, AND FINANCE
IMPROVEMENTS TO THE DELAWARE TURNPIKE
THROUGH A
COMPREHENSIVE DEVELOPMENT AGREEMENT**

DELAWARE DEPARTMENT OF TRANSPORTATION

ISSUED JUNE 23, 2004

**Delaware Department of Transportation
800 Bay Road
P.O. Box 778
Dover, DE 19903**

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Chapter I

INTRODUCTION

The Delaware Department of Transportation ("DelDOT"), an agency of the State of Delaware, hereby requests the submittal of conceptual proposals and qualifications from entities ("Submitters") desiring to develop, design, construct, and finance the following Delaware Turnpike Improvements: (1) improvements to the toll plaza at Newark, Delaware, (2) adding a fifth lane in each direction on I-95 between the I-95/State Route 1 (SR 1) Interchange and the SR 141 Interchange, and (3) major modifications to the I-95/SR 1 Interchange (the "Project") through a comprehensive development agreement ("Agreement") pursuant to Title 2, Part II, Chapter 20 of the Delaware Code ("Code"). Submittals are being requested in response to this Request for Proposals: Phase 1 - Request for Conceptual Proposals and Qualifications ("Phase 1 RFP"). After review of the Phase 1 RFP submissions, responsive submitters may be invited to submit detailed proposals ("Detailed Proposals") in response to a Request for Proposals: Phase 2 – Request for Detailed Proposals ("Phase 2 RFP").

DelDOT is issuing this Phase 1 RFP in accordance with the provisions of Title 2, Part II, Chapter 20, Sections 2001-2012 of the Code, and other applicable provisions of Delaware law.

Chapter 20 of the Code generally sets forth DelDOT's authority to entertain and solicit proposals and qualifications, issue requests for proposals and enter into agreements with contracting parties for Public-Private Programs in Transportation. A description of the procurement process DelDOT intends to undertake with respect to the Project is set forth in Chapter III of this Phase 1 RFP.

DelDOT reserves the sole right, among other rights, to terminate this procurement and pursue conventional development of the Project, not to issue a Phase 2 RFP, not to award an Agreement, and to cancel or modify this solicitation process at any time prior to the execution of an Agreement, if it deems, in its sole discretion, that such measures are in DelDOT's best interest. In no event will the State of Delaware, DelDOT or any of their respective agents, representatives, consultants, directors, officers, employees, or attorneys be liable for, or otherwise obligated to reimburse, the costs incurred in preparation of a PQS or any other submittal. All such costs and expenses shall be borne solely by prospective Submitters; provided, however, that the foregoing shall not preclude the payment by DelDOT for work product as described in Chapter III of this Phase 1 RFP.

DelDOT has assembled a set of documents about the Project (the "Project Documents"), which it will make available to prospective Submitters in electronic format

(CDs) upon request. Submitters shall request copies on CDs by contacting DelDOT at the following address:

Delaware Department of Transportation
800 Bay Road
P.O. Box 778
Dover, DE 19903
Attn: John Eustis
E-mail: jeustis@mail.dot.state.de.us
Fax: 302-739-2254

Chapter II

DESCRIPTION OF PROJECT OPPORTUNITY

The Project is located in New Castle County, Delaware and encompasses improvements to the existing I-95 toll plaza at Newark, Delaware, adding a fifth lane in each direction on I-95 between the I-95/State Route 1 (SR 1) Interchange and the SR 141 Interchange, and major modifications to the I-95/SR 1 Interchange (the "Project"). Generally, the Phase 2 RFP will require Project design in accordance with DelDOT design standards. A Project schematic is included in the Project Documents that will be provided to prospective Submitters.

The construction cost is currently estimated to be \$150 million to \$200 million.

An approved Categorical Exclusion is anticipated for the I-95/Newark Toll Plaza Improvements in August 2004 and a Finding of No Significant Impact (FONSI) for the I-95/SR 1 Interchange and the I-95, SR 1 to SR 141 Improvements in December 2004.

Nothing contained in this Phase 1 RFP shall commit DelDOT or a Submitter to the Project unless and until an Agreement is awarded and executed.

Chapter III

DESCRIPTION OF PROCUREMENT PROCESS

A. Overall Process

DeIDOT currently intends to carry out this procurement process in multiple phases. DeIDOT reserves the right to modify the procurement process in its sole discretion to address applicable law and/or the best interests of DeIDOT and the State of Delaware.

During the first phase, DeIDOT will evaluate all PQSs it receives in response to this Phase 1 RFP and make a determination, in its sole discretion, whether to issue a Request for Detailed Proposals ("Phase 2 RFP"). In making that determination, DeIDOT will consider the qualifications of the Submitters, and the quality of the conceptual engineering and financial proposals submitted in response to this Phase 1 RFP, and whether such proposals offer DeIDOT significant advantages over those that could be obtained using conventional procurement procedures. DeIDOT will also offer Submitters the opportunity for one-on-one confidential meetings to discuss their conceptual engineering and financial proposals. DeIDOT reserves the right to disclose to all Submitters any issues raised during the one-on-one meetings, except to the extent that DeIDOT determines, in its sole discretion, such disclosure would impair the confidentiality of the Submitter's Conceptual Engineering and Conceptual Financial Proposals or would reveal a Proposer's confidential business strategies.

If DeIDOT determines to issue the Phase 2 RFP, it will notify teams submitting PQSs whether their submittals were responsive. Any Phase 2 RFP will only be issued to teams that submit responsive PQSs.

If no responsive PQS is received or only one responsive PQS is received, DeIDOT may either (i) proceed with the procurement and request a Detailed Proposal from the sole Submitter; or (ii) terminate this procurement.

If DeIDOT determines to issue the Phase 2 RFP, DeIDOT may commence an industry review phase and release for industry review and comment a draft Phase 2 RFP, scope of work and contract documents or summaries/term sheets. Following receipt of written comments, DeIDOT may schedule one-on-one and/or group meetings to discuss issues and comments identified by the Submitter teams. Specific details concerning the industry review process will be made available to the responsive Submitter teams following DeIDOT's decision to issue the Phase 2 RFP.

Following consideration of industry input, DeIDOT will issue a Phase 2 RFP to the

responsive Submitters to submit complete Detailed Proposals for an Agreement.

The conceptual engineering and financial proposals contained in each responsive PQS will remain confidential and will not be shared with other Submitters prior to the selection of the highest ranked Submitter, subject to the procedures set forth in the next paragraph.

DelDOT is considering paying one or more unsuccessful Submitters that submit a responsive Detailed Proposal a stipulated amount not exceeding the value of the work product contained in its PQS and Detailed Proposal that DelDOT determines can be used in the performance of its functions. DelDOT is currently developing a plan to pay for work product, including (i) the maximum amount of such payment; (ii) procedures to assess eligibility for payment; (iii) requirements for the form and substance of the work product; and (iv) the manner and method in which such work product must be included in the Detailed Proposals or provided to DelDOT in advance of the Detailed Proposals. Those terms and conditions will also include (A) the Submitter's consent to DelDOT's use of the work product in connection with the Phase 2 RFP, the Agreement, the Project and future procurements by DelDOT, regardless of whether the Submitter is selected for negotiations and/or executes an Agreement; and (B) the transfer and assignment to DelDOT of all rights to the work product. The use by DelDOT of any design element contained in an unsuccessful proposal is at the sole risk and discretion of DelDOT and does not confer liability on the recipient of the stipulated amount. Additional details and specific provisions shall be included in the Phase 2 RFP.

After it receives them, DelDOT will evaluate the Detailed Proposals in accordance with the evaluation criteria set forth in the Phase 1 RFP, as they may be modified in the Phase 2 RFP. DelDOT intends to select for negotiations the Submitter with the highest ranked Detailed Proposal. DelDOT will then commence negotiations with the highest ranked Submitter (or the next highest ranked Submitter if negotiations fail with the highest ranked Submitter), which may include incorporation into the Agreement of concepts proposed by unsuccessful Submitters. After negotiations are completed, governmental approvals, including approval by the Delaware General Assembly, must be obtained before award of the Agreement to the selected Submitter.

At this time, DelDOT is contemplating several options concerning the operation and maintenance of completed Project facilities, including (i) having DelDOT assume all operation and maintenance responsibilities; (ii) requiring or having the option to require that the successful Submitter assume certain operations and/or maintenance responsibilities for a specified period; (iii) requiring that the successful Submitter provide certain warranties for specified periods; and/or (iv) having a third party managed by DelDOT assume certain operation and/or maintenance responsibilities. The terms, conditions and parameters determining the nature of the parties' operations

and maintenance responsibilities will be set forth in more detail in the Phase 2 RFP.

B. Procurement Process Schedule

DelDOT currently anticipates carrying out the first phase of the procurement process contemplated hereby in accordance with the following schedule:

Request for Conceptual Proposals and Qualifications Available (Phase 1 RFP)	June 23, 2004
Pre-Submission Workshop	July 12, 2004
Pre-Submission One-on-One Meetings	July 13-14, 2004
Submitter Clarification Requests Cut-off Date	*July 30, 2004
Last Day for DelDOT Responses to Submitter Clarification Requests/Phase 1 RFP Addendum issued (if needed)	*August 6, 2004
Proposals and Qualifications Submittals Due (PQS)	September 1, 2004

This timetable is subject to modification in the sole discretion of DelDOT. It is the intention of DelDOT to issue an industry review draft of the Phase 2 RFP after its decision to issue a Phase 2 RFP and to prosecute the procurement to award of an Agreement as quickly as reasonably possible thereafter. If DelDOT decides to issue the Phase 2 RFP, it anticipates awarding and executing an Agreement for the Project during calendar year 2005.

C. SEP-14 and Federal Requirements

Under the Federal Highway Administration's design-build regulations (23 C.F.R. Part 636) (the "DB Rule"), the Agreement is considered a design-build contract. Accordingly, as federal funds may comprise part of the Project plan of finance, the procurement must comply with applicable federal laws and regulations. Because the procurement process described above may differ in part from the process required under the DB Rule, DelDOT may submit an application for, and will work with the Federal Highway Administration ("FHWA") to obtain, an approval under Special Experimental Project Number 14 ("SEP-14 approval"). DelDOT reserves the right to modify the procurement process described above to address any concerns, conditions or requirements of FHWA in any SEP-14 approval. Submitters shall be notified in writing via an addendum and/or in the Phase 2 RFP of any such modifications.

DeIDOT also anticipates that certain other federal procurement requirements may apply. These include Small Business requirements (United States Code Sections 631 et seq.), Buy America requirements (49 Code of Federal Regulations Part 661), Davis-Bacon wage rates and Disadvantaged Business Enterprise ("DBE") program requirements.

D. Conceptual Liability, Insurance and Bonds.

DeIDOT anticipates that the Agreement will require the contracting party to assume liabilities, to provide bonds and insurance coverage and to indemnify and defend DeIDOT against third party claims as specified in the Agreement. DeIDOT, as owner of the Project, will have the benefit of tort liability limitations to the extent permitted by Delaware law. The State of Delaware and DeIDOT do not intend that there be any waiver of their respective sovereign immunity protections under State law. Specific provisions concerning bonding, insurance and indemnity will be set forth in the Phase 2 RFP and the Agreement.

E. Compliance with Federal and State Law.

Pursuant to the provisions of Title 2, Chapter 20, Section 2003(f) of the Code, all projects must comply with all applicable rules and statutes in existence at the time the agreement is entered into, including but not limited to Title 2, § 711 of Title 19, § 6960 of Title 29 and 49 C.F.R. Part 21, provided that the provisions of Chapter 69 of Title 29, other than § 6960 of Title 29, shall not be applicable to the projects regardless of the use of State funds. Compliance with § 6960 of Title 29, or in the alternative, federal prevailing wage laws, shall be required without regard to the source of funds for a project. Each agreement may provide for protection for the contracting party from future discretionary regulatory changes which would substantially or materially change the terms and conditions or financial assumptions of the Agreement. Certain contractors, vendors, and service providers will also be required to submit periodic reports, in a form acceptable to or prescribed by DeIDOT. All Submitters should recognize that Federal and State law, rules and regulations may change over time and that DeIDOT, pursuant to such changes, may revise, amend and supplement its rules and policies. All Submitters should familiarize themselves with the applicable State laws to ensure that their responses conform to all existing laws and applicable State agency rules.

F. Development.

It is anticipated that the Agreement will require the contracting party, upon receiving a notice to proceed from DeIDOT, to assume the development obligations set forth in the Agreement, and to cause the Project to be completed in accordance with certain

standards and specifications agreed by DelDOT and the contracting party to apply to the Project.

DelDOT anticipates including in the Phase 2 RFP to be issued to responsive Submitters a proposed set of Project-specific standards and specifications, to be modified upon the issuance of the final environmental approval for the Project. The RFP may permit Submitters to propose, for DelDOT consideration, exceptions and deviations from certain of these standards. Prospective Submitters should note, however, that, because Federal funds may be included in the final plan of finance, there may be restrictions on deviations from federally-mandated construction standards.

DelDOT currently expects that the Agreement will include a fixed or guaranteed maximum price to complete the Project.

G. Project Financing

In this Phase 1 RFP, DelDOT is requesting Submitters to provide conceptual financial proposals, including the possibility of the investment of private capital in the Project and the possible methodologies to do so. Although each Submitter is required to provide the information required under Chapter IV(B), Section VII (Conceptual Project Financing Plan) below, Submitters may, but are not required to, include investment bankers/financial advisors. Assuming a request or requirement to provide private financing is included in the Phase 2 RFP, the Phase 2 RFP would require Submitters to include investment bankers/financial advisors and will consider the Submitter's financing capability, additional/supplemental financing sources and concepts, and/or its willingness, capability and methodology to invest private capital in the Project to be an integral part of the Phase 2 RFP evaluation process.

H. Right-of-Way Acquisition

Certain parcels to be included in the final right-of-way have not yet been obtained for the Project. DelDOT intends to acquire all such parcels using its own resources and does not anticipate requiring right-of-way services from the Submitters.

I. Geotechnical, Utility Relocation and Hazardous Materials Investigations.

Certain information available to DelDOT regarding Project geotechnical data is included in the Project Documents and will be made available to prospective Submitters upon request.

J. Traffic and Revenue Forecast.

Certain traffic and revenue information is contained in Appendix B of the Delaware Transportation Authority Official Statement, dated April 2, 2003, included in the Project Documents. Additional traffic data is contained in the Draft Categorical Exclusion for the Toll Plaza Project and in the Draft Environmental Assessment for the SR 1 Interchange/Turnpike Mainline Project, included in the Project Documents.

K. Contracting Party Compensation.

The Agreement will set forth the terms of contracting party compensation which will likely be largely based on progress payments. DelDOT intends to solicit industry ideas concerning optimal compensation structures during the industry review process. To the extent that payments under the Agreement come from DelDOT, State and/or federal funds (as opposed to Project revenues, revenue bond proceeds, loans, etc), Submitters should be aware that such state and federal funds may be subject to legislative appropriation by the State of Delaware.

L. Post-Completion Project Responsibilities.

DelDOT has not yet determined the full scope of the contracting party's post-completion obligations. The Agreement may require the contracting party to (i) warrant the workmanship or performance of the Project and/or (ii) undertake capital maintenance and preservation of the Project assets for a specified period of years. In such case the inclusion and pricing of such services in the Detailed Proposals shall be an integral part of the Detailed Proposal evaluation process. For purposes of this Phase 1 RFP, however, to be deemed qualified, a Submitter need only provide an express commitment to offer these services. Submitters need not identify team members in its PQS to provide these services and no weight will be given in the Phase 1 RFP evaluation process for including them.

M. Pending Litigation

On April 10, 2002, Alro Associates L.P. ("Alro") and on July 8, 2002, Frank E. Acierno ("Acierno"), filed suit in the Delaware Court of Chancery against DelDOT. The plaintiffs are developers who own property in the vicinity of the I- 95/SR 1 Interchange. Each developer has proposed large commercial projects for the same area.

The plaintiffs claim that DelDOT's decision to withhold its transportation approvals for plaintiffs' proposed development projects violated obligations that DelDOT purportedly owed under an existing contract and prior court decisions. Each plaintiff sought an order from the Court of Chancery requiring DelDOT to issue the necessary approvals, as well as the payment of damages.

On April 28, 2004, the Supreme Court of Delaware affirmed an October 31, 2003 decision of the Delaware Court of Chancery refusing to require DelDOT to issue approvals to Alro for transportation matters. Although the Chancery Court determined that DelDOT had breached a contract, it nonetheless found that requiring DelDOT to issue the requested approvals was not in the public interest. Alro is permitted to pursue a damages remedy against DelDOT in the Delaware Superior Court. The litigation is ongoing. The litigation brought by Acierno is in the preliminary stages and no trial date has been set.

No employee, member, agent, advisor or consultant of any prospective Submitter shall have any communications, directly or indirectly, regarding the subject matter of this Phase 1 RFP with any of parties (other than DelDOT) to the litigations described above. Any verified allegation that a team or team member or an employee, agent, consultant or advisor of a team or team member has engaged in such prohibited communications may be cause for DelDOT to disqualify the Submitter and/or to discontinue further consideration of such Submitter and to return its PQS, all at the sole discretion of DelDOT.

Chapter IV

PHASE 1 PROPOSAL AND QUALIFICATION CONTENT REQUIREMENTS

DelDOT expects PQSs submitted in response to this Phase 1 RFP to provide enough information about the organizational structure, member and key firms, designated key personnel, Conceptual Project Financing Plan (defined below) and Conceptual Project Development Plan (defined below) so as to allow DelDOT to evaluate the Submitters' qualifications and conceptual proposals based on the criteria set forth herein.

DelDOT will not shortlist or rank Submitters in Phase 1, but the qualification information and technical and financial concepts submitted in the PQSs and the Conceptual Engineering Plan and Conceptual Finance Plan, as they may be modified in any final Detailed Proposal, will be a component of the evaluation and ranking of Submitters in Phase 2.

A. Format.

Each responding Submitter team shall submit one original and twenty-four (24) copies of its PQS in loose-leaf three (3) ring binders, contained in a sealed package. Submittals must be prepared on letter sized, white paper and bound with all pages sequentially numbered and not exceeding 50 pages, exclusive of the items described in "General – Section I" below and exhibits such as employee resumes, project descriptions and references, annual reports, copies of filings with state and Federal regulators, and court documents, which must be tabbed and included in the bound submission. Each 8-½" X 11" sheet may be printed on two sides (in which event each sheet shall be considered as two pages). Oversized (11 x 17) pages are allowed (in the 50-page count and in the 6-page executive summary) for schematics, organizational charts, other drawings or schedules, but not for narrative text. Printed lines may be single-spaced with the type font size being no smaller than twelve-point. In so far as is practical or economic, all paper stock shall be recycled. Employee resumes, project descriptions, client references, location and address summaries of member firms, awards, licenses and certifications shall be submitted in a separate volume or volumes labeled as an Appendix.

Standard corporate brochures and marketing materials should not be included in a PQS.

B. Contents and Organization.

Submitters must organize their PQS in the order and with the contents described in this Paragraph (B). The PQS should contain at least three (3) separately bound and labeled

volumes, including one or more PQS "main proposal" volume(s), a Financial Qualifications volume, and one or more Appendix volumes. The "main proposal" volume(s) should respond to all submittal requirements of this Phase 1 RFP, except for those that should be included in the Financial Qualifications package (material required under Section IV) and Appendix volumes. The Appendix volume(s) should contain the forms (Form A, Form B and Form C), resumes, project descriptions, client references, location and address summaries of member firms, awards, and licenses and certifications.

General – Section I

1. The PQS shall be delivered to DeIDOT with a transmittal letter on the letterhead stationery of the Submitter or the Submitter team's lead firm. A duly authorized official of the Submitter or lead firm must execute the transmittal letter. The transmittal letter shall list all volumes of the PQS being transmitted and list all appendices and exhibits. The transmittal shall have appended to it letters on the letterhead stationery of each entity holding an equity interest in the Submitter, executed by authorized officials of each equity member, stating that representations made by the lead firm on behalf of the equity member's firm have been authorized by, are correct, and accurately represent the role of the equity member's firm in the Submitter team. Implicit in this statement is a representation by the Submitter that each signatory has reviewed the PQS and agrees to abide by the contents of this Phase 1 RFP (including any Phase 1 RFP Addenda) and the PQS.

2. Each PQS must contain a Proposal Letter in the form of **Form A**.

3. Each PQS must contain an Executive Summary, which may not exceed 6 pages. **Submitters are advised that the Executive Summary may be released to the public and the media so confidential and proprietary materials should not be placed in the Executive Summary.**

4. Each PQS must contain a page executed by the Submitter that sets forth the specific items (and the section and page numbers within the PQS at which such items are located) that the Submitter deems confidential, trade secret or proprietary information protected by applicable Delaware law, including Title 2, Chapter 20 Section 2003(c)("Section 2003(c)"). Blanket designations that do not identify the specific information shall not be acceptable and may be cause for DeIDOT to treat the entire PQS as public information.

5. Each PQS must include executed originals of **Form B** and **Form C** for the Submitter, each equity member of Submitter and non-equity Submitter team members that the Submitter wishes to identify in its PQS (the "Major Identified Non-Equity

Members), which must include (i) the lead design firm; and (ii) the lead contractor. Submitters are advised that Form Bs may be released to the public and media.

6. Each PQS must include executed originals of an SF 254 Form and SF 255 Form (Blocks 1-5 only) for the Submitter, each equity member of Submitter and the Major Identified Non-Equity Members, to the extent such entities routinely utilize and provide such forms. Note that, although there may be some duplication between these forms and the materials required under Section II below, Submitters shall be required to respond to each item separately.

Entity Qualifications – Section II

1. Identify the Submitter, its equity owners and the lead or managing entity member of the Submitter team. Identify each Major Identified Non-Equity Member that the Submitter wishes to identify at this time. Identify the legal nature of the Submitter and the state of its incorporation or organization. Describe Submitter teaming arrangements and how the Submitter will institutionally operate, particularly in light of the phasing of Project development.

2. Identify the legal nature and state of incorporation or organization of each equity member of the Submitter and Major Identified Non-Equity Members of the Submitter.

3. Identify the name, title, address, telephone and fax numbers and electronic mail address of the contact person.

4. For the Submitter, each equity member of the Submitter and each Major Identified Non-Equity Member, describe their experience for the period covering at least the past five, but not more than ten, years (specifying the role played by such entity) with:

(A) turnpike/highway projects with a construction value of \$75 million or more; and

(B) design-build, joint owner/contractor development, public-private partnership, and development agreements to which such entity has been party with a contract value of \$75 million or more.

The list should include items for each equity member and each Major Identified Non-Equity Member. With respect to each project identified, include the project name and contract number, owner's name, address, contact and current phone and fax numbers, dates of work performed (if applicable), project description, description of work and percentage actually performed by such entity, the initial contract price, final contract price (including the number and value of contract modifications and claims),

explanation regarding the causes (whether upward or downward) of contract value adjustments, initial contract completion date, final completion date, the number of time extensions sought and received and explanations regarding the causes of the time extensions, the nature of the contract compensation (i.e., lump sum, fixed price, cost plus, etc.) and project outcome or current status.

5. For any entity identified in the PQS for which experience and qualifications have not been provided under paragraph (4) above, the Submitter may, but is not required, to describe briefly their qualifications and experience in performing the role that Submitter proposes to allocate to them. The description need not be lengthy or go into the level of detail sought in paragraph (4) above.

6. Describe the material, equipment, and qualified personnel resources available to the Submitter which it can and will commit to the Project. Discuss the current backlog of each Submitter team member and the capacity to perform the work.

Personnel Qualifications -- Section III

1. Provide separate resumes for the following key management staff:

- Proposed project manager,
- Proposed deputy project manager,
- Proposed lead individual from each equity team member;
- Proposed lead engineer, including information regarding Delaware license;
- Any other individual not identified above that will be part of the Submitter's management team; and
- Any other individual that the Submitter wishes to identify at this time.

2. Include an express statement committing that the individuals designated in the PQS for the positions or roles described in paragraph (1) above shall be available to serve the role so identified in connection with the Project. While DelDOT recognizes personnel availability and scheduling issues impact the Submitters, Submitters are urged only to identify and proffer personnel that they believe will be available for, and intend to assign to work on, the Project for the positions identified. Procedures concerning key personnel changes will be set forth in the Phase 2 RFP; however, requests to implement such changes will be reviewed very carefully by DelDOT and shall be subject to DelDOT approval. Failure to obtain DelDOT approval for such changes may result in disqualification of the Submitter by DelDOT.

Financial Qualifications – Section IV

1. Provide financial statements for the Submitter and equity members of Submitter for the three most recent fiscal years, audited by a certified public accountant in accordance with generally accepted accounting principles (GAAP). Financial statements must be provided in U.S. dollars. If audited financials are not available for an equity owner, the PQS shall include unaudited financials for such member, certified as true, correct and accurate by the chief financial officer or treasurer of the entity. Submitter are advised that if any equity member of the selected Submitter's team does not have audited financials, or if it fails to meet the minimum financial requirements stated in the Phase 2 RFP, DelDOT may require a guarantee of the Agreement to be provided by a separate entity acceptable to DelDOT. The PQS shall identify the proposed guarantor for each equity member which does not have audited financials and shall include audited financials for each proposed guarantor.

If the team or any other entity for which financial information is submitted as required hereby files reports with the Securities and Exchange Committee, then such financial statements should be provided through a copy of their annual report on Form 10K. For all subsequent quarters, provide a copy of any report filed on Form 10Q or Form 8-K which has been filed since the latest filed 10K.

The Submitter shall identify any information which it believes is entitled to confidentiality under Delaware Law and Section 2003(c), by placing the word "confidential" on each page as described in Chapter VI.

Required financial statements:

- Opinion Letter (Auditor's Report)
- Balance Sheet
- Income Statement
- Statement of Changes in Cash Flow
- Footnotes

2. Provide information on any material changes in financial condition for Submitter and each equity owner for the past three years and anticipated for the next reporting period. If no material change has occurred and none is pending, the Submitter and/or equity owner, as applicable, shall provide a letter from its chief financial officer or treasurer so certifying. Set forth below is a representative list of events intended to provide examples of what DelDOT considers a material change in

financial condition. This list is intended to be indicative only. At the discretion of DelDOT, any failure to disclose a prior or pending material change may result in disqualification from further participation in the selection process. In instances where a material change has occurred, or is anticipated, the affected entity shall provide a statement describing each material change in detail, the likelihood that the developments will continue during the period of performance of the Project development, and the projected full extent of the changes likely to be experienced in the periods ahead. It is recommended that, when appropriate, the affected entity provide a discussion of measures that would be undertaken to insulate the Project from any recent material changes, and those currently in progress or reasonably anticipated in the future.

List of Representative Material Changes

An event of default or bankruptcy involving the affected entity, a related business unit within the same corporation, or the parent corporation of the affected entity;

A change in tangible net worth of 10% of shareholder equity;

A sale, merger or acquisition exceeding 10% of the value of shareholder equity prior to the sale, merger or acquisition which in any way involves the affected entity, a related business unit, or parent corporation of the affected entity;

A change in credit rating for the affected entity, a related business unit, or parent corporation of the affected entity;

Inability to meet conditions of loan or debt covenants by the affected entity, a related business unit or parent corporation of the affected entity which has required or will require a waiver or modification of agreed financial ratios, coverage factors or other loan stipulations, or additional credit support from shareholders or other third parties;

In 2000, 2001 or 2002, the affected entity, a related business unit in the same corporation, or the parent corporation of the affected entity either: (i) incurs a net operating loss; (ii) sustains charges exceeding 5% of the then shareholder equity due to claims, changes in accounting, write-offs or business restructuring; or (iii) implements a restructuring/reduction in labor force exceeding 200 positions or involves the disposition of assets exceeding 10% of the then shareholder equity;

Other events known to the affected entity, a related business unit or parent corporation of the affected entity which represents a material change

in financial condition over the past three years or may be pending for the next reporting period.

3. If financial statements are prepared in accordance with principles other than U.S. GAAP, provide a letter from the certified public accountant of the applicable entity, discussing the areas of the financial statements that would be affected by a conversion to U.S. GAAP.

4. Provide a letter from the certified public accountant for each entity for which financial information is submitted, identifying all off balance sheet liabilities.

Package the information separately for each separate entity with a cover sheet identifying the name of the organization and its role in the Submitter's organization (i.e., equity member, lead design firm, subcontractor, etc.).

5. Provide evidence from a surety or an insurance company indicating that the Submitter is capable of obtaining a Performance Bond and Payment Bond in an amount of at least \$100 million. The prospective submitter shall submit a letter from the prospective submitter's surety indicating a willingness to issue the required 100% performance bond and payment bond for this project. In addition, the letter from the prospective submitter's surety shall indicate the firm's overall bonding capacity and their capacity for an individual project. The information should be current as of the date of submittal. Letters indicating "unlimited" bonding capability are not acceptable. The surety or insurance company providing such letter must be rated in the top two categories by two nationally recognized rating agencies or at least AVIII by "Best & Company" and licensed to write surety on the State of Delaware. The letter must specifically state that the surety/insurance company has reviewed this Phase 1 RFP and evaluated the Submitter's backlog and work-in-progress in determining its bonding capacity. In instances where the response to paragraph (2) of this Section IV (Financial Qualifications) contains descriptions of proposed or anticipated changes in the financial condition of the Submitter or any other entity for which financial information is submitted as required hereby for the next reporting period, the letter must include a certification that the surety's analysis specifically incorporates a review of the factors surrounding such changes and identify any special conditions which may be imposed before issuance of surety bonds for the Project.

If prospective submitter is a joint venture, this information should apply to the joint venture and not the individual partners.

DeIDOT has not yet determined the specific amount or form of payment and performance bonds and guarantees that it will require for the Project. DeIDOT shall delineate such requirements, which will be consistent with applicable law, in the Phase 2 RFP.

Legal Qualifications – Section V

1. Identify and explain any significant anticipated legal issues which the Submitter must resolve in order to carry out the Project and its obligations under the Agreement.
2. Provide a list and a brief description of all instances during the last five years involving transportation projects in which the Submitter (or any other organization that is under common ownership with the Submitter), any equity member, or any Major Identified Non-Equity Member was (i) determined, pursuant to a final determination in a court of law, arbitration proceeding or other dispute resolution proceeding, to be liable for a material breach of contract or (ii) terminated for cause. For each instance, identify an owner's representative with a current phone and fax number (and e-mail if available).
3. Provide a list and a brief description (including the resolution) of each arbitration, litigation, dispute review board and other dispute resolution proceeding occurring during the last five years involving Submitter (or any other organization that is under common ownership with the Submitter), any equity member or any Major Identified Non-Equity Member and involving an amount in excess of \$500,000 related to performance in capital transportation projects with a contract value in excess of \$25 million. Include a similar list for all projects included in the response to Section II (Entity Qualifications) (4) above, regardless of whether the dispute occurred during the past five years or involved the same organization that is on the Submitter's team. For each instance, identify an owner's representative with a current phone and fax number (and e-mail if available).
4. Describe any transportation project which resulted in assessment of liquidated damages or stipulated damages in excess of \$25,000 during the last five years involving Submitter (or any other organization that is under common ownership with the Submitter), any equity member or Major Identified Non-Equity Member. Describe the causes of the delays and the amounts assessed. For each instance, identify an owner's representative with a current phone and fax number (and e-mail if available). DelDOT intends that Submitters report liquidated damages or stipulated damages assessments at any time during a project, not just final completion penalties. However, if such damages were assessed but not paid through settlement or negotiations with the project owner, they need not be included. Note that unresolved instances of assessed liquidated or stipulated damages (i.e., currently subject to negotiations or challenge, etc.) should be included.
5. With respect to the information solicited in Section V (Legal Qualifications)(2)-(4), inclusive,, failure to provide this information, conditional or qualified submissions (i.e., "to our knowledge", "to the extent of available information",

"such information is not readily available", "such information is not maintained in the manner requested", etc.) to requests or questions posed, incomplete or inaccurate submissions or non-responsive submissions may, in the sole discretion of DelDOT, lead to a lower evaluation score for the team or disqualification from the procurement process.

Conceptual Project Development Plan – Section VIA

1. Describe the Submitter's general approach to advancing Project development, the results expected from implementation of the Submitter's Project development plan and the critical factors for the Project's success.
2. Provide a synopsis of the Submitter's plan to develop, design and construct the Project, including use of subcontractors and suppliers.
3. Describe key assumptions used in developing the Conceptual Project Development Plan.
4. Submit a conceptual development and implementation schedule based upon current levels of information, including financial closing, substantial completion, revenue service, final acceptance dates and other major milestones.
5. Outline the development and construction management plan, including quality control / quality assurance measures which it is prepared to implement.
6. Outline Submitter plans for other key Project functions, including safety, utility relocation and adjustment services, environmental protection and public involvement.
7. Describe the authority (and any limitations on such authority) of the Submitter's proposed project manager.
8. Describe the material, equipment, and qualified personnel resources available to the Submitter which it can and will commit to the Project. Discuss the current backlog of each participant and the capacity to perform the work.
9. Describe the Submitter's view of the roles and responsibilities of DelDOT, the Submitter and third parties in connection with Project development. Describe the optimal DelDOT/Submitter relationship and the nature of DelDOT participation sought by the Submitter in connection with Project development and how that will achieve success.
10. Identify potential risks associated with the Project. Discuss how risks will be mitigated, which party is best able to control the risk and/or manage the

consequences, and how risks should be allocated between the DelDOT and the developer.

11. Describe the Submitter's general approach to developing traffic mitigation and Project sequencing plans that will minimize public disruption and maximize traffic flow during construction. The PQS shall include a description of the construction staging and traffic control and sequencing proposed to maintain existing traffic levels during the construction of the Project; and describe and specifically address the following:

- construction staging that will be used during construction, and steps that will be taken to minimize disruptions to the traveling public and impacts on the communities; and
- how business and residential access will be maintained throughout the Project corridor.

12. Include express written commitments to (i) provide toll collection system development; (ii) provide toll and related systems installation, supply and operations; and (iii) provide long-term warranty (8-10 years) and maintenance of the hardware and software of the toll collection system.

13. With regard to toll facility infrastructure, describe approach to ensure timely completion of new facilities and quality assurance and quality control approach, including vertical construction, mechanical, electrical and plumbing.

14. Provide a list, if any, of all studies previously completed by Submitter with respect to the Project.

15. Include a description of the environmental issues anticipated to be encountered on the Project and how design and construction will address the anticipated impacts and be sensitive to the environment.

16. Describe the proposed use of technology in Project development, including any use of innovative technology. The use of Intelligent Transportation Systems (IT) as short-, mid- and long-term solutions to improving transportation flow and management along the corridor.

17. Describe the benefits of the public private partnership as the appropriate approach for the Project.

18. Discuss any other role or area not described above that the Submitter believes is important to the Project's successful development.

Questions To Be Answered By Submitter In The Conceptual Project Development Plan – Section VIB

The Submitters must provide responses to the following questions in their PQS:

I-95 / Newark Toll Plaza Improvements

1. Based on the limits of disturbance reflected on the conceptual plans, is there adequate area to construct the proposed improvements?
2. Is there adequate construction access to and from the proposed project site?
3. Is there adequate room within the existing right-of-way (and outside of existing clear zones) for material and equipment storage? If not, please identify potential locations.
4. Describe anticipated methods to be employed to protect adjacent communities to the north of the existing toll plaza from noise, dust and other adverse environmental effects?
5. DelDOT has provided a preliminary potential concept for phasing construction of a new toll plaza at the existing toll plaza location. This concept is based on constructing two (2) highway-speed EZ Pass Lanes in each direction as the initial phase of construction, thus removing EZ Pass users from all subsequent phases of construction/maintenance of traffic. Following completion of the two (2) highway-speed EZ Pass lanes in each direction, DelDOT has determined that six cash/EZ Pass lanes should be maintained during all subsequent phases of construction. DelDOT may be willing to allow five (5) cash / EZ Pass lanes for very short periods of time, depending on the time of year, duration, etc. What is your recommended construction phasing for the new toll plaza?
6. During early project planning efforts (see October 2003, Alternatives Retained for Detailed Study, for the I-95 / Newark Toll Plaza), DelDOT eliminated the alternative that would provide for one-way toll collection. This alternative was not considered feasible because of the potential for significant amounts of diverted traffic. This diversion of traffic would cause a loss of revenue and a negative impact on local community roadways due to increased traffic and require additional investment on roadways outside of the Delaware Turnpike. In addition, this alternative was strongly opposed by state and local elected officials. However, converting to one-way toll operations during construction may warrant additional consideration. In order to overcome political opposition to this alternative, it would be necessary to demonstrate clear benefits from such an alternative. Do

you consider this alternative worth pursuing? What are the quantified benefits of employing one-way tolls during construction, i.e., reduction in construction time, reduction in construction costs, reduction in maintenance of traffic costs, etc.? Be advised that DelDOT would continue two-way toll collection, following construction, under this particular scenario.

7. DelDOT is currently weighing the option of carrying facilities and providing toll taker access via an underground tunnel or an overhead structure. DelDOT wishes to provide direct access from either overhead or underground directly to each individual toll booth without having to cross traffic. Toll Plaza improvements would include new toll booths to modern standards. What do you consider the advantages and disadvantages of accommodating facilities and toll taker access underground versus overhead? Please discuss construction costs, construction phasing, construction timing, safety to the traveling public, toll taker safety, potential for a catastrophic event that could affect operations at the toll plaza, and other issues you deem important.

I-95 / SR 1 INTERCHANGE

1. Based on the limits of disturbance reflected on the conceptual plans, is there adequate area to construct the proposed improvements?
2. Is there adequate construction access to and from the proposed project site?
3. Is there adequate area within the existing and proposed right-of-way (and outside of existing clear zones) for material and equipment storage? If not, please identify potential locations.
4. DelDOT is currently considering two (2) alternatives for the Interchange, Alternatives 2 and 3. In addition, DelDOT is considering a modification to each of those interchanges. These four (4) options are contained in the available Project information. What do you consider the advantages and disadvantages of each of the options and why? If you were selecting an option, which option would you select and why? Cost, construction time, minimizing impact on the traveling public, ease of construction and avoiding/minimizing environmental impacts are among the factors that should be discussed in your response.
5. The Department has provided a potential concept for phasing construction of Alternative 2 and Alternative 3. What is your recommended construction phasing for the I-95/SR 1 Interchange?

I-95 MAINLINE WIDENING, SR 1 TO SR 141

1. Based on the limits of disturbance reflected on the plans, is there adequate area to construct the proposed improvements?

2. Is there adequate construction access to and from the proposed project site?
3. Is there adequate room within the existing right-of-way (and outside of existing clear zones) for material and equipment storage? If not, please identify potential locations.
4. DelDOT has determined that four (4) travel lanes in each direction should be maintained at all times on I-95, and that two (2) travel lanes should be maintained on SR 1. DelDOT has also determined that a continuous safety barrier should be provided at all times between the four lanes on I-95 and the construction zone between SR 1 in the south and Airport Road in the north. Access to the northbound construction zone would be provided via the northbound SR 1 ramp to northbound I-95. Access southbound would be provided via Old Airport Road. This concept separates I-95 traffic from the construction zone. What are your comments on this proposed access to the construction zones?
5. DelDOT has reached agreement with the Environmental Resource Agencies to provide for a single lane widening on each side of I-95, i.e., from four (4) lanes to five (5) lanes in each direction. This concept retains the existing I-95 median and eases construction phasing and maintenance of traffic. Initially, the agencies had indicated a preference for only providing widening to the south, thus shifting all construction away from Churchmans Marsh, located north of I-95. The option agreed upon with the Environmental Resource Agencies, includes the construction of a MSE wall, along the north and south sides of widened I-95, in order to minimize impacts to existing wetlands. In addition to minimizing impacts on wetlands, the proposed approach attempts to retain construction within the existing roadway embankment and avoid the need to excavate poor material known to exist beyond the existing roadway embankment. A potential construction approach is provided in the available documents. Do you believe the widening can be constructed within the indicated limits of disturbance? If yes, do you anticipate any unusual or special problems in retaining construction activities within the noted limit of disturbance? How would you propose to deal with those issues? If you believe it is not possible to construct the roadway widening within the noted limits of disturbance, please indicate why. What is your recommended construction phasing for the Project, including the widening of the I-95 bridges over the Christina River along with your concepts regarding excavation and hauling?
6. Describe the methods you will use to obscure existing pavement markings and place, maintain and remove the temporary mainline markings throughout the duration of the Project.
7. Describe traffic staging and duration while travel lanes are being reconfigured and the temporary barrier is being set.

8. Describe how you anticipate construction equipment will move through the Project while work is being performed at specific locations, such as construction of MSE walls and widening of the bridge over the Christina River.
9. Preliminary geotechnical data indicates that slopes on both sides of I-95 in the cut area to the east of the Churchmans Road Bridge, are unstable. What design/construction methods could be utilized to accommodate the roadway widening without exacerbating the potential slope stability problem?
10. What measures would you recommend to minimize the time the existing shoulders are converted to the new lanes and return the new lanes for use as shoulders, while the new shoulders are being constructed? What would you propose to return portions of the existing shoulders after reconstruction as new lanes for use as breakdown areas during construction, i.e., without such an approach, the entire section of I-95 from SR 1 to SR 141 would not have shoulders during the full construction period. This is not desirable. How would you propose to deal with this situation?

ALL PROPOSED IMPROVEMENTS

1. Are there any potential cost savings (materials, construction methods, etc.) that can be applied to any or all of the proposed improvement projects?
2. How do you propose to phase all three projects with respect to each other?

Conceptual Project Financing Plan – Section VII

DelDOT is seeking a Conceptual Project Finance Plan for the three projects, individually or collectively, which includes contractor or third party financing that the Submitter believes is feasible and in the best interests of the Project.

DelDOT funds its transportation projects through the Transportation Trust Fund. The Transportation Trust Fund (the "Trust Fund") was created by law in 1987 to facilitate the Delaware Transportation Authority's ("the Authority") development of a unified transportation system in the State and to take advantage of the Authority's broad financing powers. The Trust Fund was created to consolidate and dedicate transportation related revenue to transportation projects and to provide a flexible mechanism to handle increasing funding requirements over time for all transportation projects in the State. Transportation capital expenditures are funded from the proceeds of bonds issued by the Authority, excess Trust Fund revenue, and Trust Fund cash balances. In addition, the Trust Fund has assumed the responsibility for (1) the operating expenses of the Authority (including the Delaware Transit Corporation), the Delaware Turnpike and the Route 1 Toll Road and all other divisions of DelDOT and (2) debt service on general obligation bonds previously sold by the State for transportation projects.

The Authority currently has outstanding \$704,065,000 Senior Lien Bonds and \$57,520,000 Junior Lien Bonds. The Bonds are secured pursuant to the Authority Trust Agreement. A copy of the most recent final official statement from the Delaware Transportation Authority, \$277,210,000 Transportation System Senior Revenue Bonds, 2003 Series and the most recent Transportation Trust Fund Financing Plan are attached. The Official Statement outlines the security features of the bonds, including pledged revenues and non-pledged revenues. While the Authority Trust Agreement provides for minimum coverage levels of Senior and Junior Lien Bonds, the Authority's policy is to maintain coverage from pledged revenues of 3.25 times debt service on Senior Lien Bonds and 2.50 times debt service on Senior and Junior Lien Bonds. Please note that while toll revenues from Interstate 95 are pledged to outstanding Authority Bonds, toll revenues from Route 1 are not pledged. Under current law, tolls are only permitted to be levied on Interstate 95 and Route 1.

Submitters should review the security and sources of payment for the Authority Bonds, the flow of funds, coverage requirements, the additional bonds test and the debt service reserve requirements.

DelDOT is interested in receiving only financing proposals that are supplemental to, or in lieu of, the issuance of additional Senior Lien or Junior Lien Bonds by the Authority.

1. Based upon the level of available Project information, proposed sources and uses of funds for the Project -- the Conceptual Project Financing Plan should be consistent with the Conceptual Project Development Plan, including the phasing/schedule milestones presented in Section VI (Conceptual Project Development Plan)(4).
2. Describe key assumptions used in developing the Conceptual Project Financing Plan.

Chapter V

EVALUATION PROCESS AND CRITERIA

A. Responsiveness

Each PQS will be reviewed for (i) minor informalities, irregularities and apparent clerical mistakes which are unrelated to the substantive content of the PQS, (ii) the PQS conformance to the Phase 1 RFP instructions regarding organization and format, and (iii) the responsiveness of the Submitter to the requirements set forth in the Phase 1 RFP. Those PQSs not responsive to this Phase 1 RFP (including any Addenda) may be excluded from further consideration and the Submitter will be so advised. DeIDOT may also exclude from consideration any Submitter whose PQS contains a material misrepresentation. A similar responsiveness review will be undertaken with respect to all Detailed Proposals.

B. Pass/Fail Review.

Following or in conjunction with evaluation of each PQS for responsiveness, DeIDOT will evaluate each PQS based upon the following pass/fail criteria. DeIDOT will inform any Submitter if its PQS does not “pass” with respect to any of the items below, and that Submitter will be given the opportunity to submit additional information with respect to such “failed” item in its Detailed Proposal. A Submitter must obtain a “pass” on all pass/fail items listed below, and any additional “pass/fail” items included in the Phase 2 RFP in order for its Detailed Proposal to be evaluated qualitatively.

1. The Submitter is capable of obtaining payment and performance bonds in the amount of \$100 million from a surety rated in the top two categories by two nationally recognized rating agencies or at least A minus (A-) or better and Class VIII or better by A.M. Best and Company.

2. The Submitter has not been disqualified, removed, debarred or suspended from performing or bidding on work for the federal government or any state or local government where such disqualification, removal, debarment or suspension would preclude selection and award under Delaware law or regulations.

3. The Submitter has the financial capability to carry out the Project responsibilities potentially allocated to it, as demonstrated by the materials provided in the Financial Qualifications package.

4. The information disclosed in **Form C** does not materially adversely affect the Submitter's ability to carry out the Project responsibilities potentially allocated to it.

5. Additional or modified "pass/fail" criteria may be identified in the Phase 2 RFP.

C. Evaluation Criteria.

Each responsive PQS and Detailed Proposal passing all of the "pass/fail" qualification requirements set forth above and in the Phase 2 RFP will be evaluated according to the criteria set for the below.

With respect to Phase I, Submitters should understand that each of the general criteria categories -- Qualifications/Experience, Conceptual Engineering Concepts and Conceptual Financial Concepts -- are of equal importance to the Department.

GENERAL/EXPERIENCE

- The extent and depth of the Submitter's experience, including its relative success, in carrying out projects of the kind, size and complexity as those described in Sections II (Entity Qualifications)(4), with each other and in combination with other firms, effectively, on time and within budget;
- The depth and extent of Submitter capability to carry out all potential contracting party responsibilities, as demonstrated by the experience of identified team members; and
- Extent and depth of experience of the management team and key personnel listed as required by Section III (Personnel Qualifications).

CONCEPTUAL AND DETAILED PROJECT DEVELOPMENT PLAN/TECHNICAL

- The extent to which the Conceptual and Detailed Project Development Plan is technically feasible;
- The extent to which the Conceptual and Detailed Project Development Plan demonstrates Submitter's understanding of the Project;
- The extent to which the Conceptual and Detailed Project Development Plan sets forth a realistic and feasible scheduling approach for Project development; and
- The extent to which the Conceptual and Detailed Project Development Plan demonstrates Submitter's understanding of the traffic mitigation and sequencing issues associated with the Project and a well-designed approach to resolving such issues;

- The extent to which the Conceptual and Detailed Project Development Plan sets forth a realistic and feasible scheduling approach for Project development;
- The extent to which the Conceptual and Detailed Project Development Plan sets forth well-designed management and quality control/quality assurance approaches to Project development that will lead to a high quality end product;
- The extent to which the Conceptual and Detailed Project Development Plan presents an effective, efficient and desirable approach to integrating DeIDOT into Project development and in structuring the roles and relationships of DeIDOT/Submitter/third parties (including the level of DeIDOT participation);
- The extent to which the Conceptual and Detailed Project Development Plan demonstrates that the Submitter has access to and will be able to commit the materials, equipment, and qualified personnel resources necessary to develop the Project; and
- The level of innovation presented in the Conceptual and Detailed Project Development Plan.

CONCEPTUAL AND DETAILED PROJECT FINANCING PLAN

The Conceptual Project Financing Plan must constitute a financial plan that includes, at a minimum, proposed sources and uses of funds. The Conceptual Project Financing Plan will be evaluated in accordance with the following criteria, taking into account the limited level of currently available Project information, the wide variety of potential financial and funding solutions and options available for the Project and the limited time period provided in this Phase 1 RFP for submission of a PQS:

- The effectiveness and feasibility of the Conceptual Project Financing Plan;
- The extent to which the Conceptual Project Financing Plan minimizes the financial and project risk of DeIDOT and the State of Delaware;
- The extent to which the Conceptual Project Financing Plan demonstrates a commitment to private sector (including Submitter) funding and economic contributions towards Project development; and
- The level of innovation presented in the Conceptual Project Financing Plan with respect to financing and funding the Project.

The Detailed Project Financing Plan will be evaluated in accordance with the criteria set forth above and additional criteria set forth in the Phase 2 RFP.

PRICING PROPOSAL

The Submitters are not required to submit a price proposal with the PQS. It is contemplated that the Phase 2 RFP will require the submission of a fixed price proposal for completion of the design and construction of the Project in accordance with the terms of the Agreement, the form of which will be included in the Phase 2 RFP. Price will be considered in determining which Proposal offers "best value" to DelDOT.

D. Relative Weighting of Criteria

In preparing their PQSs, Submitters should understand that each of the general criteria categories set forth above -- Qualifications/Experience, Conceptual Engineering Concepts and Conceptual Financial Concepts -- are of equal importance to the Department.

DelDOT is currently developing additional criteria and weightings that will be set forth in the Phase 2 RFP and which will be used to evaluate Detailed Proposals. Submitters are advised that the evaluation criteria and weightings for the calculations of the Detailed Proposals may differ from the criteria set forth herein to evaluate PQSs, and DelDOT reserves the right to change evaluation criteria when evaluating Detailed Proposals.

E. Phase 2 Proposal Evaluation Procedures.

If DelDOT decides to issue a Phase 2 RFP, those PQS and Detailed Proposals determined to be responsive will be reviewed and evaluated by a project committee ("Committee"). The Committee will be composed of the Secretary, the Director of Financial Management and Budget, the Chief Engineer of the Department of Transportation, and up to four other persons to be appointed by the Secretary. At various times during the deliberations, the Committee may issue one or more requests for written clarification to the individual Submitters. The Committee may also schedule interviews with all Submitters on a one-on-one basis, for the purpose of enhancing the Committee's understanding of the PQSs and Detailed Proposals and obtaining clarifications of the terms contained therein. The Committee may at any time request additional information or clarification from a Submitter or may request a Submitter to verify or certify certain aspects of its PQS and Detailed Proposal. The scope, length and topics to be addressed shall be prescribed by, and subject to the discretion of, the Committee. At the conclusion of this process, the Submitters may be required to submit written confirmation of any new information and clarifications provided during an interview.

Each PQS and Detailed Proposal will be weighed on their merits based upon the criteria

set forth herein and any modified criteria included in the Phase 2 RFP. Upon receipt of all requested information and materials, the PQSs and Detailed Proposals will be ranked, and the highest ranking PQS and Detailed Proposal will be selected for further negotiations.

Evaluations of PQSs and Detailed Proposals are subject to the sole discretion of DeIDOT, DeIDOT staff and such professional and other advisors as DeIDOT may designate.

F. Changes in the Conceptual Project Development Plan and the Conceptual Project Financing Plan.

DeIDOT understands that Project development is in its early stages and that as Submitters and DeIDOT continue their individual and collective efforts to analyze and develop optimal development and financing plans for the Project, the Conceptual Project Development Plans and the Conceptual Project Financing Plans proposed by Submitters will evolve and may change. DeIDOT wishes to encourage that evolution and continued focus by Submitters. Except as expressly limited in this Phase 1 RFP, Submitters will be given latitude to modify and enhance their respective Project development plans and Project funding plans in conjunction with their Detailed Proposals.

Chapter VI

PQS GUIDELINES AND PROCEDURES

All packages constituting the PQS shall be individually labeled as follows:

Response to the
Request for Proposal: Phase 1
Request for Conceptual Proposals and Qualifications
to Develop, Design and Construct and Finance Delaware Turnpike Improvements
through a Comprehensive Development Agreement

Subject to the requirements of the Delaware Freedom of Information Act, 29 Delaware Code, Chapter 100, and the exemptions provided by Section 2003(c) and the terms of this Phase 1 RFP, PQSs will *not* be publicly opened or evaluated.

The PQS should be delivered by hand or overnight courier to:

Delaware Department of Transportation
800 Bay Road
Dover, DE 19901
Attn: John Eustis

DelDOT will not accept facsimile or other electronically submitted PQSs.

Acknowledgment of receipt of PQSs will be evidenced by the issuance of a receipt by DelDOT staff.

PQSs will be accepted and must be received by DelDOT before 4:30 P.M., EDT, on September 1, 2004 (the "PQS Due Date"). Any PQSs received after that time may be rejected and returned to the sending party unopened.

Submitters are solely responsible for assuring that DelDOT receives their PQSs by the specified delivery date and time at the address listed above. DelDOT shall not be responsible for delays in delivery caused by weather, difficulties experienced by couriers or delivery services, misrouting of packages by courier or delivery services, improper, incorrect or incomplete addressing of deliveries and other occurrences beyond the control of DelDOT.

Without limiting the foregoing, if within the 24-hour period prior to the PQS Due Date, a Submitter who has already couriered all or major parts of its PQS to DelDOT discovers that there is a risk that its courier may be delayed as a result of strikes, bankruptcies,

weather or other conditions which delay or could delay its courier shipment to DelDOT, then the Submitter shall immediately notify Mr. John Eustis. If the potential for such delay is confirmed by Mr. John Eustis, DelDOT may extend the PQS Due Date by a reasonable period of time to allow courier shipments already enroute to DelDOT to be delivered to DelDOT.

Submitters shall request copies of the Project Documents in electronic format (CDs) by contacting DelDOT at the address set forth below. Submitters shall acknowledge in the Proposal Letter included in the PQS that they have received the CDs containing copies of the Project Documents.

DelDOT intends to hold a pre-proposal workshop at DelDOT's offices at 800 Bay Road, Dover, Delaware at 10:00 A.M., EDT, on July 12, 2004. Attendance at this workshop is not mandatory and interested parties shall remain eligible to submit a PQS if they do not attend the workshop.

Responding Submitters must pose all questions and requests for clarification in writing to:

By hand or overnight courier:

Delaware Department of Transportation
800 Bay Road
Dover, DE 19901
Attn: John Eustis
E-mail: jeustis@mail.dot.state.de.us
Fax: 302-739-2254

By mail:

Delaware Department of Transportation
800 Bay Road
P.O. Box 778
Dover, DE 19903
Attn: John Eustis

DelDOT must receive any such correspondence not later than 4:30 P.M., EDT, on July 22, 2004. Copies of any correspondence delivered by email or facsimile must also be hand-delivered or mailed to DelDOT at the above address. DelDOT will post responses on the Website to those questions of general application and requests for clarifications which DelDOT deems to be material and not adequately addressed in previously provided documents no later than 4:30 P.M., EDT, July 30, 2004. DelDOT will endeavor to post responses to questions of general application and requests for clarifications as

and when received.

Responding Submitters are responsible for monitoring the Website for information concerning this procurement as teams responding to this Phase 1 RFP will be required to acknowledge that they have received and reviewed all materials posted thereon.

All written correspondence, exhibits, photographs, reports, printed material photographs, tapes, electronic disks, and other graphic and visual aids submitted to DelDOT during this procurement process, including as part of the response to this Phase 1 RFP, are, upon their receipt by DelDOT, the property of the State of Delaware, may not be returned to the submitting parties, and are subject to the Delaware Freedom of Information Act and the exemptions provided by Section 2003(c). In no event shall the State of Delaware, DelDOT, or any of their agents, representatives, consultants, directors, officers, employees, or attorneys be liable to a Submitter or Submitter team member for the disclosure of all or a portion of a PQS submitted under this Phase 1 RFP.

If DelDOT receives a request for public disclosure of all or any portion of a response, DelDOT will use reasonable efforts to notify the applicable responding Submitter team of the request and give such responding Submitter team an opportunity to assert, in writing and at its sole expense, a claimed exception under Section 2003(c) or other applicable law within the time period specified in the notice issued by DelDOT and allowed under Section 2003(c).

If a responding Submitter team has special concerns about information which it desires to make available to DelDOT but which it believes constitutes a trade secret, proprietary information, or other information exempt from disclosure, such responding Submitter team should specifically and conspicuously designate that information **by placing "CONFIDENTIAL" in the center header of each such page affected**. Nothing contained in this provision shall modify or amend requirements and obligations imposed on DelDOT by the Delaware Freedom of Information Act or other applicable law.

All prospective Submitters should obtain and thoroughly familiarize themselves with the Code and any applicable rules ("Rules"). All responses received in response to this Phase 1 RFP shall conform to and contain the detailed information required by the Code and the Rules. Questions on the content and meaning of the Rules shall be submitted in writing as provided herein.

Responding Submitters are expected to conduct the preparation of their PQSs with professional integrity and free of lobbying activities. Potential Submitters, and their respective agents and consultants, are not permitted to contact, directly or indirectly, any member of DelDOT's administration or DelDOT's staff regarding the subject matter

of this Phase 1 RFP after publication, except as specifically permitted hereby or approved in advance by either the Secretary or Chief Engineer. Any verified allegation that a responding Submitter team or team member or an agent or consultant of the foregoing has made such contact or attempted to influence the evaluation of Submitters may be cause for DelDOT to disqualify the Submitter team from submitting a PQS, to disqualify the team member from participating in a Submitter team and/or to discontinue further consideration of such Submitter team and to return its PQS.

Submitters also should not contact local, city or county officials about the Project and/or its Conceptual Project Development Plan during this phase of the procurement. Following evaluation of the PQSs, DelDOT anticipates that certain communications and contacts will be permitted and the Phase 2 RFP and/or other written communications from DelDOT will set forth the rules and parameters of such permitted contacts and communications.

PQSs shall be submitted exclusively in the English language inclusive of English units of measure, and cost terms in United States of America dollar denominations.

Chapter VII

PROTEST PROCEDURES

This Chapter VII sets forth the exclusive protest remedies available with respect to this Phase 1 RFP. Each Submitter, by submitting its PQS, expressly recognizes the limitation on its rights to protest contained herein, expressly waives all other rights and remedies and agrees that the decision on any protest, as provided herein, shall be final and conclusive unless wholly arbitrary. These provisions are included in this Phase 1 RFP expressly in consideration for such waiver and agreement by the Submitters. Such waiver and agreement by each Submitter also act as consideration to each other Submitter for making the same waiver and agreement. If a Submitter disregards, disputes or does not follow the exclusive protest remedies set forth in this Phase 1 RFP, it shall indemnify, defend and hold DelDOT and their respective directors, officers, employees, agents, representatives and consultants, harmless from and against all liabilities, expenses, costs (including attorneys' fees and costs), fees and damages incurred or suffered by it as a result of such Submitter's actions. By submitting a PQS, each Submitter shall be deemed to have irrevocably and unconditionally agreed to accept such indemnification obligation.

A. Protests Regarding Phase 1 RFP Documents

Submitters may protest the terms of this Phase 1 RFP on the grounds that (a) a material provision in this Phase 1 RFP is wholly ambiguous, (b) any aspect of the procurement process described herein is contrary to legal requirements applicable to this procurement, or (c) this Phase 1 RFP in whole or in part exceeds the authority of DelDOT. Protests regarding this Phase 1 RFP shall be filed only after the team has informally discussed the nature and basis of the protest with DelDOT in an effort to remove the grounds for protest. Protests regarding the Phase 1 RFP Documents shall completely and succinctly state the grounds for protest and shall include all factual and legal documentation in sufficient detail to establish the merits of the protest. Protests regarding this Phase 1 RFP shall be filed by hand delivery to the address specified in Chapter VI above, as soon as the basis for protest is known to the team, but in no event later than 30 days before the PQS Due Date, provided that protests regarding an Addendum shall be filed no later than 5 business days after the Addendum is issued. DelDOT will distribute copies of the protest to other identified Submitter teams and may, but need not, request other teams to submit statements or arguments regarding the protest and may, in its sole discretion, discuss the protest with the protestant. The protestant shall have the burden of proving its protest by clear and convincing evidence. No hearing will be held on the protest, but it shall be decided, on the basis of the written submissions, by DelDOT's Secretary or his designee, whose decision shall be final and conclusive. DelDOT's Secretary or his designee shall issue a written

decision regarding any protest to each team. If necessary to address the issues raised in a protest, DelDOT may, in its sole discretion, make appropriate revisions to the Phase 1 RFP Documents by issuing Addenda. The failure of a team to file a basis for a protest regarding the Phase 1 RFP Documents shall preclude consideration of that ground in any protest of a selection or qualification unless such ground was not and could not have been known to the team in time to protest prior to the final date for such protests. DelDOT may extend the PQS Due Date, if necessary, to address any such protest issues. If the protest is denied, the Submitter filing the protest shall be liable for DelDOT's costs reasonably incurred in any action to defend against or resolve the protest, including legal and consultant fees and costs, and any unavoidable damages sustained by DelDOT as a consequence of the protest. If the protest is granted, DelDOT shall not be liable for payment of the protestant's costs. DelDOT shall not be liable for any damages to the team filing the protest or to any participant in the protest, on any basis, express or implied.

B. Protests Regarding Responsiveness Determination

Submitters may protest the results of the above-described responsiveness determination filing a protest by hand delivery to DelDOT at the address specified in Chapter VI above. Any protest regarding the determination of responsiveness must be filed within 5 business days after the notification of nonresponsiveness. The Submitter filing the protest shall concurrently file a copy of the protest with the other teams whose addresses may be obtained from DelDOT. The notice of protest shall specifically state the grounds for the protest.

Within 10 days after delivery of the notice of protest to DelDOT, the protestant shall file by hand delivery to DelDOT, at the address specified in Chapter VI above, a detailed statement of the grounds, legal authority and facts, including all documents and evidentiary statements in support of the protest. The protestant shall concurrently file a copy of the detailed statement with the other Submitters. Evidentiary statements, if any, shall be submitted under penalty of perjury. The protestant shall have the burden of proving its protest by clear and convincing evidence. Failure to file a protest within the applicable period shall constitute a waiver of the right to protest a finding of nonresponsiveness, the evaluation and the evaluation process other than any protest based on facts not reasonably ascertainable as of such date.

Other Submitters may file by hand delivery to DelDOT, at the address specified in Chapter VI above, statements in support of or in opposition to the protest within 7 days of the filing of the detailed statement of protest. DelDOT shall promptly forward copies of any such statements to the protestant. Any evidentiary statements shall be submitted under penalty of perjury.

DelDOT's Secretary or his designee shall issue a written decision regarding the protest within 30 days after the filing of the detailed statement of protest. Unless otherwise required by law, no evidentiary hearing or oral argument shall be provided, except, in the sole discretion of DelDOT's Secretary or his designee, a hearing or argument may be permitted if necessary for the protection of the public interest or an express, legally recognized interest of a Submitter.

If the protest is denied, the entity filing the protest shall be liable for DelDOT's costs reasonably incurred in any action to defend against the protest, including legal and consultant fees, and any unavoidable damages sustained by DelDOT as a consequence of the protest. If the protest is granted, DelDOT shall not be liable for payment of the protestant's costs. DelDOT shall not be liable for any damages to the entity filing the protest or to any participant in the protest, on any basis, express or implied.

Chapter VIII

DeIDOT RESERVED RIGHTS

DeIDOT may investigate the PQS of any Submitter under consideration, may require confirmation of information furnished by a Submitter, may require additional information from a Submitter concerning its PQS and may require additional evidence of qualifications to perform the work described in this Phase 1 RFP. In connection with this procurement, DeIDOT reserves to itself all rights (which rights shall be exercisable by DeIDOT in its sole discretion) available to it under the Delaware Code and applicable law and regulations, including without limitation, the following, with or without cause and with or without notice, the right to:

- Develop the Project in any manner that it, in its sole discretion, deems necessary. If DeIDOT is unable to negotiate an Agreement to its satisfaction with a Submitter, it may negotiate with the next highest rated Submitter, terminate this procurement and pursue other development or solicitations relating to the Project or exercise such other rights under the Code and other provisions of Delaware law as it deems appropriate.
- Cancel this Phase 1 RFP or the subsequent RFP in whole or in part at any time prior to the execution by DeIDOT of the Agreement, without incurring any cost obligations or liabilities;
- Reject any and all submittals, responses and proposals received at any time.
- Modify all dates set or projected in this Phase 1 RFP.
- Terminate evaluations of responses received at any time.
- Suspend and terminate Agreement negotiations at any time, to elect not to commence Agreement negotiations with any responding Submitter and to engage in negotiations with other than the highest ranked Submitter.
- Waive or permit corrections to data submitted with any response to this Phase 1 RFP until such time as DeIDOT declares in writing that a particular stage or phase of its review of the responses to this Phase 1 RFP has been completed and closed.
- Issue addenda, supplements, and modifications to this Phase 1 RFP. Addenda to this Phase 1 RFP shall be posted on the Website in advance of the PQS Due Date and DeIDOT may extend the PQS Due Date if such modifications are deemed by DeIDOT to be material and substantive.

- Permit submittal of addenda and supplements to data previously provided in a PQS until such time as DeIDOT declares in writing that a particular stage or phase of its review of the responses to this Phase 1 RFP has been completed and closed.
- Appoint evaluation committees to review PQSs, make recommendations to the Committee and seek the assistance of outside technical experts and consultants in PQS evaluation.
- Revise and modify, at any time before the PQS Due Date, the factors and/or weights of factors it will consider in evaluating PQSs and to otherwise revise or expand its evaluation methodology as set forth herein. If such revisions or modifications are made, DeIDOT shall post on the Website an addendum setting forth the changes to the evaluation criteria or methodology. DeIDOT may extend the PQS Due Date if such changes are deemed by DeIDOT to be material and substantive.
- Hold interviews and conduct discussions and correspondence with one or more of the Submitters responding to this Phase 1 RFP to seek an improved understanding and evaluation of the responses to this Phase 1 RFP.
- Seek or obtain data from any source that has the potential to improve the understanding and evaluation of the responses to this Phase 1 RFP.
- Disclose information contained in a PQS to the public as described herein.
- Permit Submitter teams to add or delete firms and/or key personnel until such time as DeIDOT declares in writing that a particular stage or phase of its review has been completed and closed.
- Add or delete responsibilities from the information contained in this Phase 1 RFP or the subsequent RFP.
- Waive deficiencies in a PQS, accept and review a non-conforming PQS or seek clarifications or supplements to a PQS.
- Disqualify any Submitter which changes its submittal without DeIDOT approval.
- Not issue a notice to proceed after execution of the Agreement.
- Exercise any other right reserved or afforded to DeIDOT under this Phase 1 RFP.

This Phase 1 RFP does not commit DeIDOT to enter into a contract or proceed with the procurement described herein. DeIDOT and the State of Delaware

assume no obligations, responsibilities, and liabilities, fiscal or otherwise, to reimburse all or part of the costs incurred or alleged to have been incurred by parties considering a response to and/or responding to this Phase 1 RFP, or the subsequent RFP. All of such costs shall be borne solely by each Submitter.

In no event shall DeIDOT be bound by, or liable for, any obligations with respect to the Project until such time (if at all) as the Agreement, in form and substance satisfactory to DeIDOT, has been executed and authorized by DeIDOT and, then, only to the extent set forth therein.

FORM A
PROPOSAL LETTER

SUBMITTER: _____

Submission Date:

Delaware Department of Transportation

[address]

Attn:

The undersigned ("**Submitter**") submits this proposal and qualification statement (this "**PQS**") in response to that certain Request for Conceptual Proposals and Qualifications dated as of _____ (as amended, the "**Phase 1 RFP**"), issued by the Delaware Department of Transportation ("**DelDOT**") to develop, design and construct and finance improvements to the Delaware Turnpike (the "**Project**"), through a Comprehensive Development Agreement ("**Agreement**"). Capitalized terms not otherwise defined herein shall have the meanings set forth in the Phase 1 RFP.

Enclosed, and by this reference incorporated herein and made a part of this PQS, are the following:

- Executive Summary
- Confidential Materials Identification Page
- Submitter Forms
- Entity Qualifications
- Personnel Qualifications
- Financial Qualifications
- Legal Qualifications
- Conceptual Project Development Plan
- Conceptual Project Financing Plan

Submitter acknowledges receipt, understanding and full consideration of all materials posted on DelDOT's website with respect to the Project (<http://www.deldot.net>), the

CDs containing the Project Documents and the following Addenda and sets of questions and answers to the Phase 1 RFP:

[list Addenda, if applicable, and sets of questions and answers by dates and numbers]

Submitter understands that DelDOT may reject each PQS DelDOT may receive.

Submitter further understands that all costs and expenses incurred by it in preparing this PQS and participating in the Project procurement process will be borne solely by the Submitter.

Submitter agrees that DelDOT will not be responsible for any errors, omissions, inaccuracies or incomplete statements in this PQS.

This PQS shall be governed by and construed in all respects according to the laws of the State of Delaware.

Submitter's business address:

<hr/>			
(No.)	(Street)	(Floor or Suite)	
<hr/>			
(City)	(State or Province)	(ZIP or Postal Code)	(Country)

State or Country of Incorporation/Formation/Organization: _____

[insert appropriate signature block from following pages]

1. Sample signature block for corporation or limited liability company:

[Insert Submitter's name]

By: _____

Print Name: _____

Title: _____

2. Sample signature block for partnership or joint venture:

[Insert Submitter's name]

By: *[Insert general partner's or member's name]*

By: _____

Print Name: _____

Title: _____

[Add signatures of additional general partners or members as appropriate]

3. Sample signature block for attorney in fact:

[Insert Submitter's name]

By: _____

Print Name: _____

Attorney in Fact

FORM B
CONTRACTOR INFORMATION
(for Public Release)

Name of
Submitter: _____

Name of Firm: _____

Year Established: _____ Individual Contact: _____

Delaware Contractor's License(s) #: _____ Individual's Title: _____

Federal Tax ID No.: _____ Telephone No.: _____

North American Industry Classification Code: _____ Fax No.: _____

Name of Official Representative: _____

Business Organization (check one):

- ☐ Corporation (If yes, then indicate the State and Year of Incorporation):
☐ Partnership (If yes, complete Sections A-C and the Contractor Certification form for each member.)
☐ Joint Venture (If yes, complete Sections A-C and the Contractor Certification form for each member.)
☐ Limited Liability Company (If yes, complete Sections A-C and the Contractor Certification form for each member.)
☐ Other (describe)

A. Business Name: _____

B. Business Address: _____

Headquarters: _____

Office Performing Work: _____

Contact Telephone Number: _____

- C. If the entity is a Joint Venture, Partnership or Limited Liability Company, indicate the name and role of each member firm in the space below. Complete a separate Contractor Information form for each member firm and attach it to the PQS. Also indicate the name and role of each other financially liable party and attach a separate form.

	Name of Firm	Role
-	_____	_____
-	_____	_____
-	_____	_____
-	_____	_____

Under penalty of perjury, I certify that the foregoing is true and correct, and that I am the firm's Official Representative:

By: _____	Print Name: _____
Title: _____	Date: _____

[Please make additional copies of this form as needed.]

FORM C

CONTRACTOR CERTIFICATION

Name of Submitter: _____

1. Has the firm or any affiliate* or any **current** officer thereof, been indicted or convicted of bid (i.e., fraud, bribery, collusion, conspiracy, antitrust, etc.) or other contract related crimes or violations or any other felony or serious misdemeanor within the past five years?

☐ Yes ☐ No

If yes, please explain:

2. Has the firm or any affiliate* ever sought protection under any provision of any bankruptcy act?

☐ Yes ☐ No

If yes, please explain:

3. Has the firm or any affiliate* ever been disqualified, removed, debarred or suspended from performing work for the federal government, any state or local government, or any foreign governmental entity?

☐ Yes ☐ No

If yes, please explain:

4. Has the firm or any affiliate* ever been found liable in a civil suit or found guilty in a criminal action for making any false claim or other material misrepresentation to a public entity?

☐ Yes ☐ No

If yes, as to each such inquiry, state the name of the public agency, the date of the inquiry, the grounds on which the public agency based the inquiry, and the result of the inquiry.

5. Has any construction project performed or managed by the firm or any affiliate* involved repeated or multiple failures to comply with safety rules, regulations, or

FORM C-1

requirements?

☐ Yes

☐ No

If yes, please identify the team members and the projects, provide an explanation of the circumstances, and provide owner contact information including telephone numbers.

6. Has the firm or any affiliate* been found, adjudicated or determined by any federal or state court or agency (including, but not limited to, the Equal Employment Opportunity Committee, the Office of Federal Contract Compliance Programs and any applicable Delaware governmental agency) to have violated any laws or Executive Orders relating to employment discrimination or affirmative action, including but not limited to Title VII of the Civil Rights Act of 1964, as amended (42 U.S.C. Sections 2000 et seq.); the Equal Pay Act (29 U.S.C. Section 206(d)); and any applicable or similar Delaware law?

☐ Yes

☐ No

If yes, please explain:

7. Has the firm or any affiliate* been found, adjudicated, or determined by any state court, state administrative agency, including, but not limited to, the Delaware Department of Labor (or its equivalent), federal court or federal agency, to have violated or failed to comply with any law or regulation of the United States or any state governing prevailing wages (including but not limited to payment for health and welfare, pension, vacation, travel time, subsistence, apprenticeship or other training, or other fringe benefits) or overtime compensation?

☐ Yes

☐ No

If yes, please explain:

* Affiliates, include parent company, subsidiary companies, joint venture members and partners, and other financially liable parties for that entity.

Under penalty of perjury, I certify that the foregoing is true and correct, and that I am the firm's Official Representative:

By: _____

Print Name: _____

Title: _____

Date: _____

STATE OF _____)
) SS.
COUNTY OF _____)

The foregoing instrument was acknowledged before me this ____ day of ___, 2004 by
_____.

My commission expires: _____

Witness my hand and official seal.

Notary Public